



GLIAMED, INC.

TREATING BRAIN TUMORS AND NEURODEGENERATIVE DISEASES

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11 July 2008

Sander Rabin, MD, JD
A Professional Corporation
Saratoga Technology Accelerator
125 High Rock Avenue
Saratoga Springs, New York 12866

Dear Dr. Rabin:

I acknowledge that Gliamed, Inc. (the Company) has previously retained you to represent the Company as our Intellectual Property Counsel. In that capacity, you did work for the Company, for which you were paid in full through 15 June 2008. I also acknowledge that there is an outstanding balance due to you for work that was done from 16 June through 30 June, in the amount of \$20,620.00. In addition, no further fees will be due you by the Company except for those reasonable and customary fees for work done as required for transfer of files to a new attorney. The transition to the new attorney will take place as required by your termination of the ongoing attorney-client relationship on 3 July 2008, when you sent a Notice of Termination of Representation, via email.

In order to pay the balance due to you, an agreement has been reached between the Company and you, under which the Company will pay you \$10,000 no later than July 31, 2008; \$10,000 no later than 31 August 2008, and; \$620 no later than 30 September 2008.

In addition Gliamed, Inc. will indemnify Sander Rabin, P.C. (and its employee) harmless from and against any and all damages incurred or suffered by Sander Rabin, P.C. (and its employee) for one year from the date of termination, to the extent caused by any claim for a debt arising from a past-due account of any foreign correspondent law firm, third-party service provider, patent office, or other entity listed, *inter alia*, that was incurred as a result of your representation of Gliamed, Inc., through 30 June 2008.

It is further agreed that upon acceptance of this agreement, Sander Rabin, PC will release the Company's files and assist in the transfer of such files, dockets and other relevant materials to Dennis Bennett and the other employees of Global Patent Group.

Please sign where indicated and return a copy, via email to me. Thank you

Regards,

David E. Weinstein, MD, PhD

Sander Rabin, MD, JD